Bylaws of Berthoud Main Street
A Colorado Non-Profit Corporation

ARTICLE I
Name and Principal Office of Corporation

Section 1. The name of the organization shall be Berthoud Main Street ("the Organization"), a Colorado nonprofit corporation.

Section 2. The principal office and mailing address of the Organization shall be determined from time to time by the Board.

ARTICLE II
Purpose

Section 1. Our mission is to strengthen and preserve the unique character of Downtown Berthoud by championing local businesses, celebrating arts and culture, and creating experiences that bring our community together. We strive to honor the historic charm of our downtown while fostering a vibrant, walkable district where small businesses and community connection thrive. Berthoud Main Street envisions a downtown that preserves its unique character, strengthens local businesses, honors history, inspires innovation, celebrates the arts, and encourages community connection.

Section 2. The Organization is organized exclusively for charitable, educational, and community development purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Organization's purpose is to promote the historic preservation and economic vitality of downtown Berthoud through the Main Street Four-Point Approach: Organization, Promotion, Design, and Economic Vitality. Additionally, the Organization may receive, administer and distribute funds in connection with any activities related to its mission, however, that the Organization shall only engage in activities that are in the purview of Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law.
In the event of dissolution or liquidation of the corporation any assets then remaining shall be distributed among such other organizations as shall qualify at the time as exempt organizations described in Code Section 501(c)(3) of the Internal Revenue Code of 1986 as the Board of Directors shall determine, such assets to be used for purposes consistent with the mission and charitable purposes of the Organization.

Section 3. Non-Discrimination.
The Organization shall not discriminate on the basis of race, color, national origin, religion, age, gender, sexual orientation, disability, or any other legally protected status.

Section 4. No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to, any Director, Officer, or other private person, except that the Organization is authorized to pay reasonable compensation for services rendered. The Organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political

campaign on behalf of or in opposition to any candidate for public office. No substantial part of the activities of the Organization shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as permitted under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III
Program Area

Section 1. The Organization's program area shall extend from First Street to Highway 287, east to west, and from Turner Avenue to Welch Avenue, north to south, in Berthoud, Colorado. The program area may be amended by a majority vote of the Board of Directors.

ARTICLE IV
Membership and Meetings

Entities located within the Organization's program area shall be recognized as members and supporters of the Organization. No membership dues shall be required and the Organization shall have no statutory members as defined under Colorado nonprofit law. Meetings shall be open to all members and supporters, as well as to the general public.

ARTICLE V
Board of Directors

Section 1. The Organization shall be governed by a Board of Directors ("Board"), which is responsible for policy, strategy, and oversight of the Organization's activities and finances. The Board shall have full authority for governance, strategic direction, and fiduciary oversight of the Organization.

Section 2. The Board shall consist of seven (7) or nine (9) Directors. Directors shall serve three (3) year terms and may serve up to three (3) full consecutive terms. Terms shall be staggered to promote continuity. The Board may establish shorter initial terms for Directors elected during a transition period for the purpose of establishing staggered terms. Officers shall serve one-year terms and may be reelected, provided they remain a Director in good standing.

Section 3. Directors shall be elected by a majority vote of the Board upon recommendation from the Nominations Committee, which shall consider input and nominations from the Organization's membership. Directors should be residents, business owners, or active stakeholders in the Berthoud community with interest and experience relevant to the Organization's mission. The Nominations Committee shall consist of not less than three (3) Organization members and shall have as chairperson a member of the Board responsible for directing and coordinating the affairs of the committee. Directors shall be elected annually at a meeting of the Board held in the fourth quarter. The Nominations Committee shall be disbanded upon the conclusion of the election process, and a new Committee shall be convened at such time in advance of the next annual meeting as necessary to conduct its business.

Section 4. A Director elected to fill a vacancy is elected for the un-expired term of his or her predecessor in office. Any Director may resign by submitting a written notice of resignation to the Secretary. Any Director may be removed from office at any time by the affirmative vote of the majority of the Directors in office.

Section 5. Directors are expected to participate actively in the governance and activities of the Organization, including regular attendance at Board meetings and participation in committee or project work. A Director who is absent from two (2) regular Board meetings within a twelve-month period without reasonable cause may be subject to removal by majority vote of the Board.

Section 6. Directors and Officers shall comply with the Organization's Board-adopted Conflict of Interest Policy, including disclosure and management of actual or potential conflicts of interest.

ARTICLE VI
Board Meetings

Section 1. The Board shall hold an annual meeting to elect officers, adopt a budget, and conduct other business during the fourth quarter of each year.

Section 2. The Board will hold regular meetings and may call special meetings. Regular Meetings shall be held six times per calendar year. Special meetings may be called by the President or any four (4) Board members. Written notice of the time, place (in-person or virtual) and agenda for both regular and special meetings shall be given to each Board member by email at least five (5) days before the meeting.

Section 3. At all meetings of the Board, a majority of the voting Board members shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board, the Directors present may adjourn the meeting periodically, without notice, other than announcement at the meeting, until a quorum shall be present.

Section 4. Directors may act by written consent, including electronic communications, as allowed under Colorado nonprofit law.

Section *5.* Board meetings shall be conducted in accordance with Bob's Rules of Order, except where inconsistent with these Bylaws, the Articles of Incorporation, or applicable law. The Board may modify or suspend procedural rules by majority vote when appropriate.

ARTICLE VII
Officers

Section 1. Officers shall include: President, Vice President, Secretary, and Treasurer.

- President: Presides over Board meetings, facilitates Board governance and decision-making, and oversees the Board's supervision of the Main Street Manager/Executive Director.
- Vice President: Supports the President and performs the duties of the President in their absence.
- Secretary: Oversees the maintenance of Board minutes, official records, and documentation of Board actions.
- Treasurer: Oversees the Organization's financial reporting, budgeting, financial controls, and fiscal accountability.

Section 2.The Board may appoint non-voting Ex-Officio members as appropriate.

- Town Trustee Liaison: A Trustee designated by the Town of Berthoud may serve as a non-voting Ex-Officio member of the Board and facilitate communication between the Organization and the Town Board.
- Town Staff Liaison: A staff member designated by the Town of Berthoud may serve as a non-voting Ex-Officio member of the Board and facilitate communication and coordination between the Organization and Town staff.
- Main Street Manager/Executive Director: The Main Street Manager/Executive Director shall serve as a non-voting Ex-Officio member of the Board, attend Board meetings, and provide reports and information as requested by the Board.
- Immediate Past President: The Immediate Past President may serve as a non-voting Ex-Officio member of the Board in an advisory capacity.

Section 3. The Officers of the Organization shall be elected by a majority vote of the Board of Directors.

ARTICLE VIII
Main Street Manager (Executive Director)

Section 1.

The Main Street Manager/Executive Director shall manage the day-to-day operations of the Organization, implement the policies and strategic direction established by the Board, support committees and volunteers, and perform such other duties as assigned by the Board. The Manager/Executive Director shall be subject to the direction and oversight of the Board.

ARTICLE IX
Committees

Section 1. The Organization shall have at least four (4) standing committees designated as the Promotion, Design, Organization, and Economic Vitality committees. Each committee shall consist of not less than three (3) Organization members. The chairperson may be a Director or Organization member; however, at least one Director shall serve on each committee. The

chairperson shall be responsible for directing and coordinating the affairs of the committee. The terms of the committees shall be for one year.

Section 2. The Board may establish ad hoc committees as needed, including the Nominations Committee constituted pursuant to Article V.

Section 3. Committee chairs and members are expected to participate actively in the work of their committee and regularly attend committee meetings. Committee chairs shall coordinate and lead committee meetings, engage committee members and volunteers, coordinate with the Main Street Manager, and provide updates to the Board. Committee members are expected to support the priorities and projects assigned to their committee through the Organization's annual work plan.

ARTICLE X
Finances

Section 1. The fiscal year shall be from January 1 to December 31.

Section 2. The Board of Directors shall have ultimate oversight and authority over the Organization's finances. Expenditures shall be made in accordance with the Board-approved budget and Financial Policy.

Section 3. All funds shall be deposited to a Berthoud Main Street account in a financial institution selected by the Board of Directors.

Section 4. The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest, grant, matching funds, fundraising proceeds, or other funding consistent with the Organization's mission.

Section 5. The Board shall approve an annual budget prior to the beginning of each fiscal year. The approved budget may be reviewed and revised periodically as deemed necessary by the Board.

Section 6. Not later than three months after the close of each fiscal year, the Organization Treasurer shall prepare:

- Statement of Financial Position
- Statement of Activity

Section 7. The Board shall adopt and periodically review a Financial Policy establishing appropriate controls and procedures for the receipt, expenditure, authorization, documentation, oversight, and review of Organization funds and financial records.

ARTICLE XI
Indemnification & Insurance

Section 1. To the extent permitted by Colorado law, the Organization shall indemnify the Board.

Section 2. The Organization may purchase Director & Officer and Professional Liability insurance.

ARTICLE XII
Amendments

Section 1. The Board of Directors shall have the power to alter, amend or repeal the Bylaws or adopt new Bylaws by a majority vote of the Directors present at any duly called meeting of the Board, provided that no such action shall be taken if it would in any way adversely affect the Organization's qualifications under Section 501(c)(3) of the Internal Revenue Code and corresponding sections of any prior or future law.

CERTIFICATION
These bylaws were approved by the Board of Directors of Berthoud Main Street on October 20, 2026.